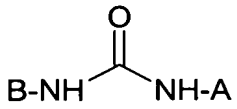
1. A method of treating a disease, other than cancer, mediated by p-38, comprising administering a compound of formula I

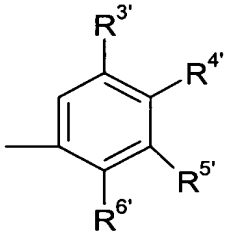


I

or a pharmaceutically acceptable salt of a compound of formula I

wherein

A is



and

B is a substituted or unsubstituted, up to bicyclic aryl or heteroaryl moiety of up to 12 carbon atoms with at least one aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur, wherein if B is substituted, it is substituted by one or more substituents selected from the group consisting of halogen, up to per-halo, and W_n, wherein n is 0-3 and each W is independently selected from the group consisting of -CN, $-CO_2R^7$, $-C(O)NR^7R^{7'}$, $-C(O)-R^7$, $-NO_2$, $-OR^7$, $-SR^7$, $-NR^7R^{7'}$,

$-NR^7C(O)OR^{7'}$, $-NR^7C(O)R^{7'}$, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_{1-10}-alkoxy, C_{1-10} alkenoyl, C_3-C_{10} cycloalkyl,

C_6-C_{12} aryl, optionally substituted by halogen, C_1-C_{10} alkyl or C_{1-10}-alkoxy,

C_7-C_{24} alkaryl, C_3-C_{13} heteroaryl, optionally substituted by halogen, C_1-C_{10} alkyl or C_{1-10}-alkoxy,

substituted C_1-C_{10} alkyl, substituted C_{2-10}-alkenyl, substituted C_{1-10}-alkoxy, substituted C_{1-10} alkenoyl, substituted C_3-C_{10} cycloalkyl, substituted C_4-C_{23} alkheteroaryl optionally substituted by halogen, C_1-C_{10} alkyl or C_{1-10} alkoxy and $M\text{-}L^1$;

wherein if W is a substituted group which does not contain aryl or hetaryl, it is substituted by one or more substituents independently selected from the group consisting of -CN, $-CO_2R^7$, $-C(O)R^7$, $-C(O)NR^7R^{7'}$, $-NO_2$, $-NR^7C(O)OR^{7'}$, $-OR^7$, $-SR^7$, $-NR^7R^{7'}$, $-NR^7C(O)R^7$, and halogen up to per-halo;

wherein if B contains a phenyl group, W is additionally selected from the group consisting of hydroxy, $OR^{1a}CONHR^7$, $N(SO_2R^7)_2$, SO_2F, SOR^7, SO_2R^7, $SO_2CH_px^a{}_{3-p}$, wherein p is 0-3, C_{1-10} alkoxy substituted C_6-C_{12} aryl, C_1-C_{10} alkyl substituted C_6-C_{12} aryl, halogen substituted C_6-C_{12} aryl, C_1-C_{10} alkyl substituted C_3-C_{13} heteroaryl, C_{1-10} alkoxy substituted C_3-C_{13} hetaryl and halogen substituted C_3-C_{13} hetaryl;

wherein each R^7 and $R^{7'}$ is independently selected from H, C_1-C_{10} alkyl, C_{2-10} alkenyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} hetaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_{2-10}-alkenyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} hetaryl;

R^{1a} is C_1-C_{10} alkyl;

M is -O-, -S-, $-N(R^7)$-, $-(CH_2)_m$-, -C(O)-, -CH(OH)-, $-(CH_2)_mO$-, $-NR^7C(O)NR^7R^{7'}$-, $-NR^7C(O)$-, $-C(O)NR^7$-, $-(CH_2)_mS$-, $-(CH_2)_mN(R^7)$-, $-O(CH_2)_m$-, $-CHX^a$, $-CX^a{}_2$-, $-S-(CH_2)_m$- or $-N(R^7)(CH_2)_m$-;

m = 1-3, and X^a is halogen; and

L^1 is a 5-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur, wherein the aromatic structure is unsubstituted or substituted by halogen up to per-halo and optionally substituted by Z_{n1},

wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of -CN, $-NO_2$, $-OR^7$, - SR^7, $-NR^7R^{7'}$, $-NR^7C(O)OR^{7'}$, $-NR^7C(O)R^{7'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} hetaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl; wherein one or more substituents of Z is selected from the group consisting of -CN, $-NO_2$, $-OR^7$, $-SR^7$, $-NR^7R^{7'}$, $-NR^7C(O)R^{7'}$, and $-NR^7C(O)OR^{7'}$;

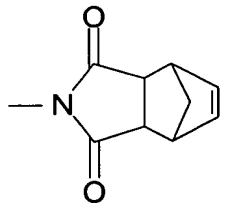
wherein $R^{3'}$, $R^{4'}$, $R^{5'}$ and $R^{6'}$ are each independently H, halogen, C_{1-10} alkyl optionally substituted by halogen up to perhalo, C_{1-10}-alkoxy optionally substituted by at least one hydroxy group, C_{1-10} alkoxy substituted by halogen up to perhaloalkoxy, C_{6-12} aryl optionally substituted by C_{1-10} alkoxy or halogen, C_{5-12} hetaryl optionally substituted by C_{1-10} alkyl, C_{1-10} alkoxy, halogen, NO_2,

SO_2F, $-SO_2CH_pX^a{}_{3-p}$, $-COOR^1$, $-OR^{1a}CONHR^1$, $-NHCOR^1$, $-NR^{1a}COR^1$, $-SR^1$, NH_2, or $-N(SO_2R^1)_2$, and

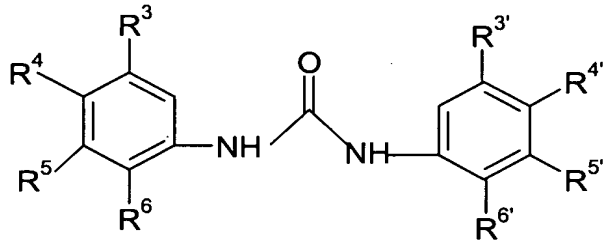
wherein 2 adjacent $R^{3'}$, $R^{4'}$, $R^{5'}$ and $R^{6'}$can together with the phenyl form naphthyl, optionally substituted by C_{1-10} alkyl, C_{1-10} alkoxy, C_{3-10}-cycloalkyl, C_{2-10}-alkenyl, C_{1-10}-alkanoyl, and halogen up to perhalo;

wherein each R^1 is independently H or C_{1-10} alkyl optionally substituted by halogen up to perhalo, R^{1a} is a C_1-C_{10} alkyl, and R^2 is C_{1-10}-alkyl optionally substituted by halogen up to perhalo;

where L^1 is phenyl, it is also optionally substituted, by



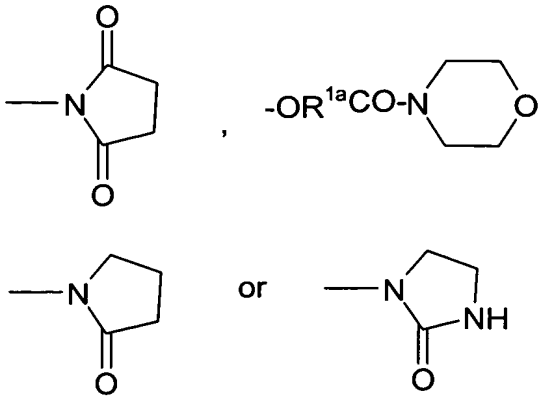
2. A method of treating a disease, other than cancer, mediated by p-38, comprising administering a compound of formula Ia



Ia

or a pharmaceutically acceptable salt thereof;

wherein R^3, R^4, R^5, and R^6 are each independently H, hydroxy, halogen, C_{1-10}- alkyl optionally substituted by halogen up to perhalo, C_{1-10}-alkoxy optionally substituted by at least one hydroxy group, C_1-C_{10} alkoxy substituted by halogen up to perhalo; C_{6-12} aryl optionally substituted by C_{1-10} alkoxy or halogen; C_{5-12} hetaryl optionally substituted by C_{1-10} alkyl, C_{1-10} alkoxy or halogen; NO_2, SO_2F, $-SO_2CH_pX^a{}_{3-p}$,$-COOR^1$, $-OR^{1a}CONHR^1$,$-NHCOR^1$, $-SR^1$, NH_2, $-N(SO_2R^1)_2$, furyloxy,



wherein X^a is halogen, each R^1 is independently H or C_1-C_{10} alkyl optionally substituted by halogen up to per halo; R^{1a} is C_1-C_{10} alkyl and p is 0-3 ; and

wherein 2 adjacent R^3, R^4, R^5 and R^6 can together form an aryl or hetaryl ring with 5-12 atoms, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, C_{3-10}-cycloalkyl, C_{2-10}-alkenyl, C_{1-10}-alkanoyl, C_{6-12}-aryl, C_{5-12}-hetaryl, C_{6-12}-aralkyl, C_{6-12}-alkaryl, halogen; $-NR^1R^1$; $-NO_2$; $-CF_3$; $-COOR^1$, $-NHCOR^1$, -CN, $-CONR^1R^1$, $-SO_2R^2$, $-SOR^2$ and $-SR^2$ with $-SO_2$ optionally incorporated in the aryl or hetaryl ring;

wherein each R^1 is independently H or C_{1-10}-alkyl optionally substituted by halogen up to per halo and R^2 is C_{1-10}-alkyl optionally substituted by halogen up to perhalo;

and wherein one of R^3, R^4, R^5 or R^6 can be $-ML^1$, where M and L^1 are as defined below with the proviso that if R^3 and R^6 are both H, then one of R^4 or R^5 is not H, and

M is -O-, -S-, $-N(R^7)$-, $-(CH_2)$-$_m$, -C(O)-, -CH(OH)-, $-(CH_2)_mO$-, $-NR^7C(O)NR^7R^{7'}$-, $-NR^7C(O)$-, $-C(O)NR^7$-, $-(CH_2)_mS$-, $-(CH_2)_mN(R^7)$-, $-O(CH_2)_m$-, $-CHX^a$, $-CX^a{}_2$-, $-S-(CH_2)_m$- and $-N(R^7)(CH_2)_m$;

m = 1-3, and X^a is halogen; and

L^1 is a 5-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur, wherein the aromatic structure is unsubstituted or substituted by halogen up to per-halo and optionally substituted by Z_{n1},

wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of -CN, $-NO_2$, $-OR^7$, - SR^7, $-NR^7R^{7'}$, $-NR^7C(O)OR^{7'}$, $-NR^7C(O)R^{7'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, C_6-C_{12} aryl, C_3-C_{13} hetaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl;

wherein the one or more substituents of Z is selected from the group consisting of -CN, $-NO_2$, $-OR^7$, $-SR^7$, $-NR^7R^{7'}$, $-NR^7C(O)R^{7'}$ and $-NR^7C(O)OR^{7'}$;

wherein $R^{3'}$, $R^{4'}$, $R^{5'}$ and $R^{6'}$ are each independently H, halogen, C_{1-10} alkyl optionally substituted by halogen up to perhalo, C_{1-10}-alkoxy optionally substituted by at least one hydroxy group, C_{1-10} alkoxy substituted by halogen up to perhaloalkoxy, C_{6-12} aryl optionally substituted by C_{1-10} alkoxy or halogen, C_{5-12} hetaryl optionally substituted by C_{1-10} alkyl, C_{1-10} alkoxy or halogen, NO_2, SO_2F, - $SO_2CH_pX^a{}_{3-p}$, $-COOR^1$, $-OR^{1a}CONHR^1$, $-NHCOR^1$, $-NR^{1a}COR^1$, $-SR^1$, NH_2, or $-N(SO_2R^1)_2$,

wherein each R^1 is independently H or C_{1-10} alkyl optionally substituted by halogen up to perhalo, R^{1a} is C_1-C_{10} alkyl, X^a is halogen, and p is 0 or 1, and

wherein 2 adjacent $R^{3'}$, $R^{4'}$, $R^{5'}$ and $R^{6'}$ can together with the phenyl form naphthyl, optionally substituted by C_{1-10} alkyl, C_{1-10} alkoxy, C_{3-10}-cycloalkyl, C_{2-10}-alkenyl, C_{1-10}-alkanoyl, and halogen up to perhalo.

3. A method according to claim 2, wherein

$R^{3'}$ is H, halogen, C_{1-10}-alkyl optionally substituted by halogen, up to perhalo, NO_2, $-SO_2F$ or $-SO_2CF_3$;

$R^{4'}$ is H, halogen, C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen or NO_2;

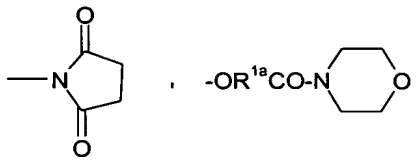
$R^{5'}$ is H or C_{1-10}-alkyl optionally substituted by halogen, up to perhalo;

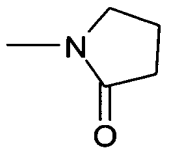
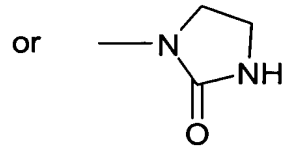
$R^{6'}$ is H, C_{1-10}-alkoxy optionally substituted by at least one hydroxy group; $-COOR^1$; $-OR^{1a}CONHR^1$; $-NHCOR^1$; $-SR^1$; phenyl optionally substituted by halo or C_{1-10}-alkoxy; NH_2; or $-N(SO_2R^1)_2$.

4. A method according to claim 2, wherein

R^3 is Cl, F, C_{4-5}-branched alkyl optionally substituted by halogen up to perhalo, $-SO_2F$ or $-SO_2CF_3$; and

R^6 is C_{1-10}-alkoxy optionally substituted by at least one hydroxy group, $-COOR^1$, $-OR^{1a}CONHR^1$, $-NHCOR^1$, $-SR^1$, phenyl optionally substituted by halo or C_{1-10}-alkoxy, NH_2, $-N(SO_2R^1)_2$, furyloxy,



5. A method according to claim 2, wherein $R^{4'}$ is C_{1-10}-alkyl or halogen; $R^{5'}$ is H, C_{1-10}-alkyl, halogen, CF_3, NO_2 or NH_2; and $R^{6'}$ is H, C_{1-10}-alkyl, or halogen.

6. A method according to claim 2, wherein $R^{5'}$ is C_{1-10}-alkyl, halogen, CF_3, halogen, NO_2 or NH_2.

7. A method according to claim 2, wherein $R^{6'}$ is C_{1-10}-alkyl, halogen, $-NHCOCH_3$ or $-N(CH_3)COCH_3$.

8. A method according to claim 4, wherein $R^{3'}$ is t-butyl or CF_3 and $R^{6'}$ is OCH_3.

9. A method according to claim 2, wherein the disease is mediated by a cytokine or protease regulated by p38.

10. A method according to claim 2, wherein the disease is mediated by TNFα, MMP-1, MMP-3, IL-1, IL-6 or IL-8.

11. A method according to claim 2, wherein the disease is an inflammatory or immunomodulatory disease.

12. A method according to claim 2, wherein the disease is osteoarthritis, rheumatoid arthritis, osteoporosis, asthma, septic shock, or inflammatory bowel disease.

13. A method according to claim 39, wherein the compound of formula I is

N-(5-tert-Butyl-2-methoxyphenyl)-N[1]-(4-phenyloxphenyl)urea;

N-(5-tert-Butyl-2-methoxyphenyl)-N'(4-(4-methoxyphenyloxy)phenyl)urea;

N-(5-tert-Butyl-2-methoxyphenyl)-N'-(4-(4-pyridinyloxy)phenyl)urea;

N-(5-tert-Butyl-2-methoxyphenyl)-N'-(4-(4-pyridinylmethyl)phenyl)urea;

N-(5-tert-Butyl-2-methoxyphenyl)-N'-(4-(4-pyridinylthio)phenyl)urea;

N-(5-tert-Butyl-2-methoxyphenyl)-N'-(4-(4-(4,7-methano-1H-isoindole-1,3(2H)-dionyl)methyl)phenyl)urea;

N-(5-tert-Butyl-2-phenylphenyl)-N'-(2,3-dichlorophenyl)urea;

N-(5-tert-Butyl-2-(3-thienyl)phenyl)-N'-(2,3-dichlorophenyl)urea;

N-(5-tert-Butyl-2-(N-methylaminocarbonyl)methoxyphenyl)-N'-(2,3-dichlorophenyl)urea;

N-(5-tert-Butyl-2-(N-methylaminocarbonyl)methoxyphenyl)-N'-(1-naphthyl)urea;

N-(5-tert-Butyl-2-(N-morpholinocarbonyl)methoxyphenyl)-N'-(2,3-dichlorophenyl)urea;

N-(5-tert-Butyl-2-(N-morpholinocarbonyl)methoxyphenyl)-N'-(1-naphthyl)urea;

N-(5-tert-Butyl-2-methoxyphenyl)-N'-(4-(3-pyridinyl)methylphenyl)urea;

N-(5-tert-Butyl-2-(3-tetrahydrofuranyloxy)phenyl)-N'-(2,3-dichlorophenyl)urea;

N-(5-Trifluoromethyl-2-methoxyphenyl)-N'-(4-methylphenyl)urea;

N-(5-Trifluoromethyl-2-methoxyphenyl)-N'-(4-methyl-2-fluorophenyl)urea;

N-(5-Trifluoromethyl-2-methoxyphenyl)-N'-(4-fluoro-3-chlorophenyl)urea;

N-(5-Trifluoromethyl-2-methoxyphenyl)-N'-(4-methyl-3-chlorophenyl)urea;

N-(5-Trifluoromethyl-2-methoxyphenyl)-N'-(4-methyl-3-fluorophenyl)urea;

N-(5-Trifluoromethyl-2-methoxyphenyl)-N'-(2,4-difluorophenyl)urea;

N-(5-Trifluoromethyl-2-methoxyphenyl)-N'-(4-phenyloxy-3,5-dichlorophenyl)urea;

N-(5-Trifluoromethyl-2-methoxyphenyl)-N'-(4-(4-pyridinylmethyl)phenyl)urea;

N-(5-Trifluoromethyl-2-methoxyphenyl)-N'-(4-(4-pyridinylthio)phenyl)urea;

N-(5-Trifluoromethyl-2-methoxyphenyl)-N'-(4-(4-pyridinyloxy)phenyl)urea;

N-(5-Trifluoromethyl-2-methoxyphenyl)-N'-(3-(4-pyridinylthio)phenyl)urea;

N-(5-Trifluoromethyl-2-methoxyphenyl)-N'-(4-(3-(N-methylaminocarbonyl)-phenyloxy)phenyl)-urea;

N-(5-Fluorosulfonyl)-2-methoxyphenyl)-N'-(4-methylphenyl)urea;

N-(5-(Difluromethanesulfonyl)-2-methoxyphenyl)-N'-(4-methylphenyl)urea;

N-(5-(Difluromethanesulfonyl)-2-methoxyphenyl)-N'-(4-fluorophenyl)urea;

N-(5-(Difluromethanesulfonyl)-2-methoxyphenyl)-N'-(4-methyl-2-fluorophenyl)urea;

N-(5-(Difluromethanesulfonyl)-2-methoxyphenyl)-N'-(4-methyl-3-fluorophenyl)urea;

N-(5-(Difluromethanesulfonyl)-2-methoxyphenyl)-N'-(4-methyl-3-chlorophenyl)urea;

N-(5-(Difluromethanesulfonyl)-2-methoxyphenyl)-N'-(4-fluoro-3-chlorophenyl)urea;

N-(5-(Difluromethanesulfonyl)-2-methoxyphenyl)-N'-(4-fluoro-3-methylphenyl)urea;

N-(5-(Difluromethanesulfonyl)-2-methoxyphenyl)-N'-(2,3-dimethylphenyl)urea;

N-(5-(Trifluoromethanesulfonyl)-2-methoxphenyl)-N'-(4-methylphenyl)urea;

N-(3-methoxy-2-naphthyl)-N'-(2-fluorophenyl)urea);

N-(3-Methoxy-2-naphthyl)-N'-(4-methylphenyl)urea;

N-(3-Methoxy-2-naphthyl)-N'-(3-fluorophenyl)urea;

N-(3-Methoxy-2-naphthyl)-N'-(4-methyl-3-fluorophenyl)urea;

N-(3-Methoxy-2-naphthyl)-N'-(2,3-dimethylphenyl)urea;

N-(3-Methoxy-2-naphthyl)-N'-(1-naphthyl)urea;

N-(3-Methoxy-2-naphthyl)-N'-(4-(4-pyridinylmethyl)phenyl)urea;

N-(3-Methoxy-2-naphthyl)-N'-(4-(4-pyridinylthio)phenyl)urea;

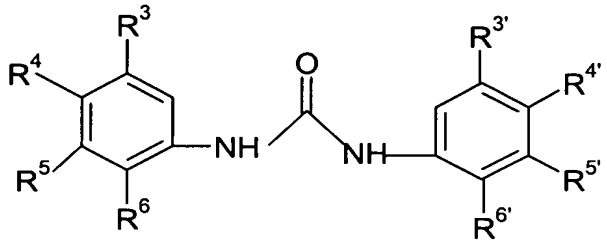
N-(3-Methoxy-2-naphthyl)-N'-(4-(4-methoxyphenyloxy)phenyl)urea; and

N-(3-Methoxy-2-naphthyl)-N'-(4-(4-(4,7-methano-1H-isoindole-1,3(2H)-dionyl)methyl)phenyl)urea.

N-(2-Hydroxy-4-nitro-5-chlorophenyl)-N'-(phenyl)urea; or

N-(2-Hydroxy-4-nitro-5-chlorophenyl)-N'-(4-(4-pyridinylmethly)phenyl)urea.

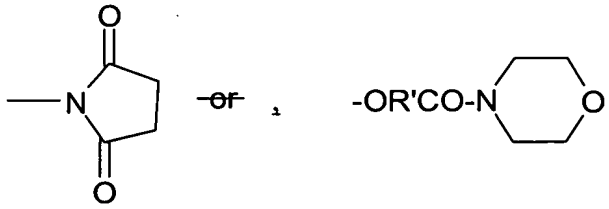
14. A compound of formula II

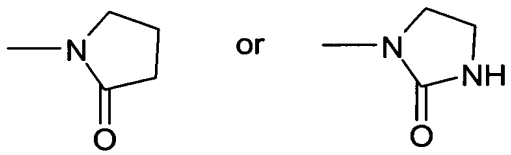


II

wherein

R^3, R^4, R^5, and R^6 are each independently H; halogen; C_{1-10}-alkyl optionally substituted by halogen up to perhalo; C_{1-10}-alkoxy optionally substituted by at least one hydroxy group; NO_2; SO_2F; $-SO_2CH_nX_{3-n}$; $-COOR^1$; $-OR^1CONHR^1$; $-NHCOR^1$; $-SR^1$; phenyl optionally substituted by halogen or C_{1-10}-alkoxy; NH_2; $-N(SO_2R^1)_2$; furyloxy;





2 adjacent R^3-R^6 can together form an aryl or hetaryl ring with 5-12 atoms, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, C_{3-10}-cycloalkyl, C_{2-10}-alkenyl, C_{1-10}-alkanoyl, C_{6-12}-aryl, C_{5-12}-hetaryl, C_{6-12}-aralkyl, C_{6-12}-alkaryl, halogen; $-NR^1$; $-NO_2$; $-CF_3$; $-COOR^1$; $-NHCOR^1$; -CN; $-CONR^1R^1$; $-SO_2R^2$; $-SOR^2$; $-SR^2$; in which R^1 is H or C_{1-10}-alkyl and R^2 is C_{1-10}-alkyl;

$R^{3'}$, $R^{4'}$ and $R^{5'}$ are each independently H, C_{1-10}-alkyl, optionally substituted by halogen, up to perhalo; halogen; NO_2 or NH_2;

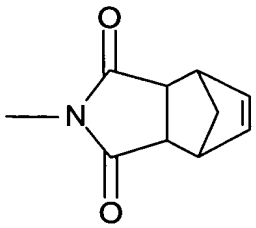
$R^{6'}$ is H, C_{1-10}-alkyl, halogen, $-NHCOR^1$; $-NR^1COR^1$; NO_2;
or 2 adjacent $R^{4'}$-$R^{6'}$ can together be an aryl or hetaryl ring with 5-12 atoms;

R^1 is C_{1-10}-alkyl;

n is 0 or 1;

X is $-CH_2-$, -S- or -O-; and

Y is phenyl, pyridyl, naphthyl or benzothiazole, each optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen or NO_2 or, where Y is phenyl, by

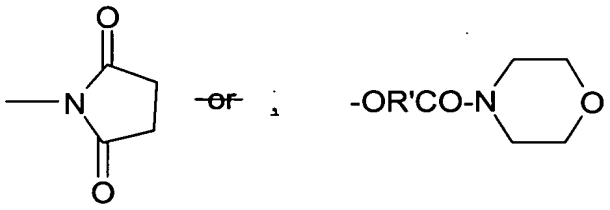


or a pharmaceutically acceptable salt thereof,

with the provisos that

(a) if R^3 and R^6 are both H, one of R^4 or R^5 is not H,

(b) R^6 is phenyl substituted by alkoxy or halogen, alkoxy substituted by hydroxy, $-SO_2CF_2H$, $-OR^1CONHR^1$, furyloxy, $N(SO_2R^1)_2$,



or R^3 is SO_2CF_2H, and

(c) the compounds have a pKa greater than 10.

15.-16. (Canceled)

17. A compound according to claim 40, wherein $R^{4'}$ is C_{1-10}-alkyl or halogen; $R^{5'}$ is H, C_{1-10}-alkyl, halogen, CF_3, halogen, NO_2 or NH_2; and $R^{6'}$is H, C_{1-10}-alkyl, halogen, $-NHCOCH_3$, $-N(CH_3)COCH_3$, or NO_2.

18. A compound according to claim 40, wherein $R^{3'}$ is t-butyl or CF_3 and $R^{6'}$ is $-OCH_3$.

19. A compound which is

N-(5-tert-Butyl-2-(N-methylaminocarbonyl)methoxyphenyl)-N'-(2,3-dichlorophenyl)urea;

N-(5-tert-Butyl-2-(N-methylaminocarbonyl)methoxyphenyl)-N'-(1-naphthyl)urea;

N-(5-tert-Butyl-2-(N-morpholinocarbonyl)methoxyphenyl)-N'-(2,3-dichlorophenyl)urea;

N-(5-tert-Butyl-2-(N-morpholinocarbonyl)methoxyphenyl)-N'-(1-naphthyl)urea;

N-(5-tert-Butyl-2-(3-tetrahydrofuranyloxy)phenyl)-N'-(2,3-dichlorophenyl)urea;

N-(5-(Difluromethanesulfonyl)-2-methoxyphenyl)-N'-(4-methylphenyl)urea;

N-(5-(Difluromethanesulfonyl)-2-methoxyphenyl)-N'-(4-fluorophenyl)urea;

N-(5-(Difluromethanesulfonyl)-2-methoxyphenyl)-N'-(4-methyl-2-fluorophenyl)urea;

N-(5-(Difluromethanesulfonyl)-2-methoxyphenyl)-N'-(4-methyl-3-fluorophenyl)urea;

N-(5-(Difluromethanesulfonyl)-2-methoxyphenyl)-N'-(4-methyl-3-chlorophenyl)urea;

N-(5-(Difluromethanesulfonyl)-2-methoxyphenyl)-N'-(4-fluoro-3-chlorophenyl)urea;

N-(5-(Difluromethanesulfonyl)-2-methoxyphenyl)-N'-(4-fluoro-3-methylphenyl)urea;

N-(5-(Difluromethanesulfonyl)-2-methoxyphenyl)-N'-(2,3-dimethylphenyl)urea; or

N-(5-(Trifluoromethanesulfonyl)-2-methoxphenyl)-N'-(4-methylphenyl)urea.

20. (Canceled)

21. A pharmaceutical composition comprising a compound of claim 40, and a physiologically acceptable carrier.

22. A pharmaceutical composition comprising a compound of claim 43, and a physiologically acceptable carrier.

23. A method according to claim 2, wherein the disease is the result of host-versus-graft reactions.

24.-25. (Canceled)

26. A compound as in claim 44 wherein $R^{3'}$ is hydrogen, halogen, C_1-C_{10} alkyl substituted by halogen up to perhalo, C_1-C_{10} alkoxy substituted by halogen up to perhalo, -$NHCOR^1$, -$NR^{1a}COR^1$, SO_2F, -$NR^{1a}CONR^1$, or -$SO_2CH_pX^a_{3-p}$.

27. A compound as in claim 44 wherein $R^{3'}$ is hydrogen, Cl, F, C_{4-5} branched alkyl, -SO_2F, -SO_2CF_3 or -CF_3,

28. (Canceled)

29. A compound as in claim 44 wherein $R^{3'}$ is t-butyl, -CF_3, hydrogen, -SO_2CHF_2 or SO_2F.

30. (Canceled)

31. A compound as in claim 45 wherein $R^{6'}$ is independently H; halogen; C_{1-10}- alkyl optionally substituted by halogen up to perhalo; C_{1-10}-alkoxy optionally substituted by at least one hydroxy group; NO_2 ; -SO_2CF_2H; -$COOR^1$; -$OR^{1a}CONHR^1$; -SR^1; -NH_2, -$N(SO_2R^1)_2$, -NR^1COR^1, furyloxy, morpholinocarbonyl, 2,5-dioxo-1-pyrolindiyl, thiophene or phenyl substituted by halogen or alkoxy.

32. A compound as in claim 45 wherein $R^{6'}$ is phenyl substituted by halo or C_{1-10} alkoxy, NH_2, -$N(SO_2R^1)_2$, furyloxy, thiophene, morpholinocarbonyl, 2,5-dioxo-1-pyrolidinyl, thiophene, -SR^1, $COOR^1$ or -$OR^{1a}CONHR^1$.

33. (Canceled)

34. A compound which is

N-(5-tert-Butyl-2-(N-methylaminocarbonyl)methoxyphenyl)-N'-(2,3-dichlorophenyl)urea;

N-(5-tert-Butyl-2-(N-methylaminocarbonyl)methoxyphenyl)-N'-(1-naphthyl)urea;

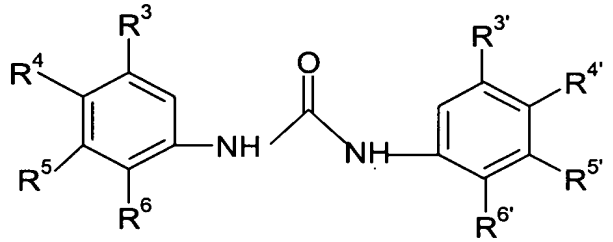
N-(5-tert-Butyl-2-(N-morpholinocarbonyl)methoxyphenyl)-N'-(2,3-dichlorophenyl)urea;

N-(5-tert-Butyl-2-(N-morpholinocarbonyl)methoxyphenyl)-N'-(1-naphthyl)urea;
N-(5-tert-Butyl-2-(3-tetrahydrofuranyloxy)phenyl)-N'-(2,3-dichlorophenyl)urea;
N-(5-(Difluromethanesulfonyl)-2-methoxyphenyl)-N'-(4-methylphenyl)urea;
N-(5-(Difluromethanesulfonyl)-2-methoxyphenyl)-N'-(4-fluorophenyl)urea;
N-(5-(Difluromethanesulfonyl)-2-methoxyphenyl)-N'-(4-methyl-2-fluorophenyl)urea;
N-(5-(Difluromethanesulfonyl)-2-methoxyphenyl)-N'-(4-methyl-3-fluorophenyl)urea;
N-(5-(Difluromethanesulfonyl)-2-methoxyphenyl)-N'-(4-methyl-3-chlorophenyl)urea;
N-(5-(Difluromethanesulfonyl)-2-methoxyphenyl)-N'-(4-fluoro-3-chlorophenyl)urea;
N-(5-(Difluromethanesulfonyl)-2-methoxyphenyl)-N'-(4-fluoro-3-methylphenyl)urea;
N-(5-(Difluromethanesulfonyl)-2-methoxyphenyl)-N'-(2,3-dimethylphenyl)urea; or
N-(5-(Trifluoromethanesulfonyl)-2-methoxphenyl)-N'-(4-methylphenyl)urea.

35. A pharmaceutical composition comprising a compound of claim 44, and a physiologically acceptable carrier.

36. A pharmaceutical composition comprising a compound of claim 45, and a physiologically acceptable carrier.

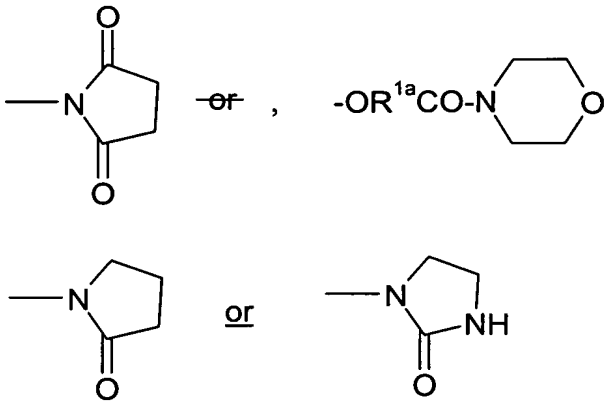
37. A compound of formula II



II

wherein

R^3, R^4, R^5, and R^6 are each independently H; halogen; C_{1-10}- alkyl optionally substituted by halogen up to perhalo; C_{1-10}-alkoxy optionally substituted by at least one hydroxy group; NO_2 ; SO_2F; $-SO_2CH_nX_{3-n}$; $-COOR^1$; $-OR^1CONHR^1$; $-NHCOR^1$; $-SR^1$; C_{6-12} aryl, optionally substituted by C_{1-10}-alkyl, C_{1-10} alkoxy or halogen, C_{5-12} hetaryl, optionally substitued by C_{1-10} alkyl, C_{1-10} alkoxy or halogen ; NH_2; $-N(SO_2R^1)_2$; furyloxy;



2 adjacent R^3, R^4, R^5, or R^6 can together with the phenyl form naphthyl, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, C_{3-10}-cycloalkyl, C_{2-10}-alkenyl, C_{1-10}-alkanoyl, C_{6-12}-aryl, C_{5-12}-hetaryl, C_{6-12}-aralkyl, C_{6-12}-alkaryl, halogen; NR^1R^1, NO_2; $-CF_3$; $-COOR^1$; $-NHCOR^1$; -CN; $-CONR^1R^1$; $-SO_2R^2$; $-SOR^2$; $-SR^2$; in which R^{1a} is C_{1-10} alkyl R1 is H or C_{1-10}-alkyl and R^2 is C_{1-10}-alkyl;

and wherein one of R^3, R^4, R^5, or R^6 can be $-ML^1$, wherein L^1 and M are as defined below,

$R^{3'}$, $R^{4'}$ and $R^{5'}$ are each independently H, C_{1-10}-alkyl, optionally substituted by halogen, up to perhalo; halogen; NO_2 or NH_2;

$R^{6'}$ is H, C_{1-10}-alkyl, halogen, $-NHCOR^1$; $-NR^1COR^1$; NO_2;

or 2 adjacent $R^{4'}$-$R^{6'}$ can together be an aryl or hetaryl ring with 5-12 atoms;

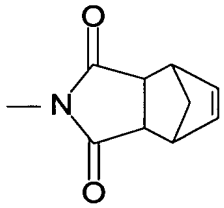
R^1 is C_{1-10}-alkyl;

n is 0 or 1;

M is $-CH_2-$, -S-, $N(CH_3)$-, -NHC(O), CH_2-S-, -S-CH_2-, -C(O)-, or -O-; and

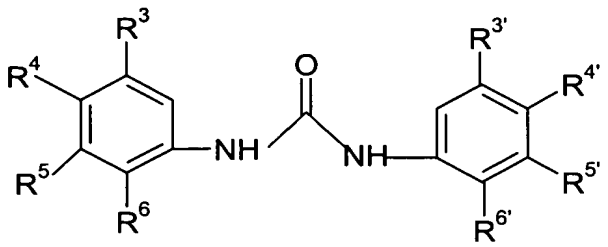
L^1 is phenyl, pyridyl, naphthyl, pyridone, pyrazine, benzodixane, benzopyridine, pyrimidine or benzothiazole, each optionally substituted by

C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen or NO_2 or, where L^1 is phenyl, by



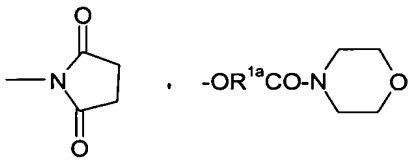
or a pharmaceutically acceptable salt thereof.

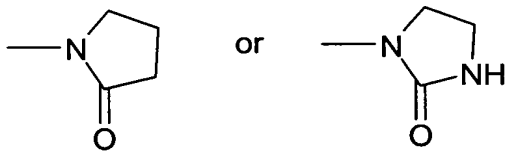
38. A compound of formula II



II

wherein R^3, R^4, R^5, and R^6 are each independently H; halogen; C_{1-10}- alkyl optionally substituted by halogen up to perhalo; C_{1-10}-alkoxy optionally substituted by at least one hydroxy group; NO_2; SO_2F; $-SO_2CH_nX_{3-n}$; $-COOR^1$; $-OR^1CONHR^1$; $-NHCOR^1$; $-SR^1$; phenyl optionally substituted by halogen or C_{1-10}-alkoxy; NH_2; $-N(SO_2R^1)_2$; furyloxy;





2 adjacent R^3, R^4, R^5, and R^6 can together with phenyl form naphthyl, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, C_{3-10}-cycloalkyl, C_{2-10}-alkenyl, C_{1-10}-alkanoyl, C_{6-12}-aryl, C_{5-12}-hetaryl, C_{6-12}-aralkyl, C_{6-12}-alkaryl, halogen; $-NR^1$; $-NO_2$; $-CF_3$; $-COOR^1$; $-NHCOR^1$; $-CN$; $-CONR^1R^1$; $-SO_2R^2$; $-SOR^2$; $-SR^2$; in which R^1 is H or C_{1-10}-alkyl R^2 is C_{1-10}-alkyl; and R^{1a} is C_{1-10} alkyl.

a wherein one of R^3, R^4, R^5, and R^6 can be ML^1 where M and L^1 are as defined below,

$R^{3'}$, $R^{4'}$ and $R^{5'}$ are each independently H, C_{1-10}-alkyl, optionally substituted by halogen, up to perhalo; halogen; NO_2 or NH_2;

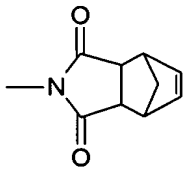
$R^{6'}$ is H, C_{1-10}-alkyl, halogen, $-NHCOR^1$; $-NR^1COR^1$; NO_2;

R^1 is C_{1-10}-alkyl;

n is 0 or 1;

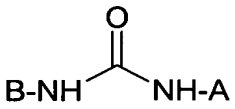
M is $-CH_2-$, -S- or -O-; and

L^1 is phenyl, pyridyl, naphthyl or benzothiazole, each optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen or NO_2 or, where L^1 is phenyl, by



or a pharmaceutically acceptable salt thereof.

39. A method of treating a disease, other than cancer, mediated by p-38, comprising administering a compound of formula I

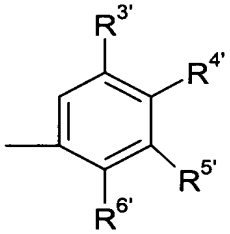


I

or a pharmaceutically acceptable salt of a compound of formula I

wherein

A is



and

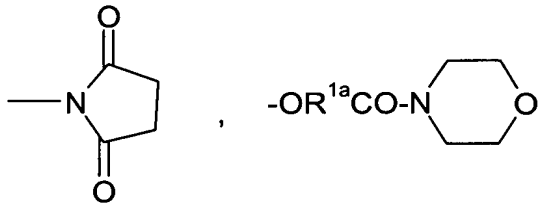
B is a substituted or unsubstituted, up to bicyclic aryl or heteroaryl moiety of up to 12 carbon atoms with at least one aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur, wherein if B is substituted, it is substituted by one or more substituents selected from the group consisting of halogen, up to per-halo, and W_n, wherein n is 0-3 and each W is independently selected from the group consisting of -CN, $-CO_2R^7$, $-C(O)NR^7R^{7'}$, $-C(O)-R^7$, $-NO_2$, $-OR^7$, $- SR^7$, $- NR^7R^{7'}$,

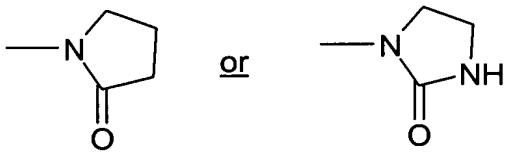
$-NR^7C(O)OR^{7'}$, $-NR^7C(O)R^{7'}$, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_{1-10}-alkoxy, C_{1-10} alkenoyl, C_3-C_{10} cycloalkyl, C_6-C_{12} aryl, optionally substituted by halogen, C_1-C_{10} alkyl or C_{1-10}-alkoxy, C_7-C_{24} alkaryl, C_3-C_{13} heteroaryl, optionally substituted by halogen, C_1-C_{10} alkyl or C_{1-10}-alkoxy; substituted

C_1-C_{10} alkyl, substituted C_{2-10}-alkenyl, substituted C_{1-10}-alkoxy; substituted C_{1-10} alkenoyl, halogen, substituted C_3-C_{10} cycloalkyl, C_4-C_{23} alkheteroaryl optionally substituted by halogen, C_1-C_{10} alkyl or C_{1-10} alkoxy; and -M-L^1;

wherein if W is a substituted group which does not contain aryl or hetaryl, it is substituted by one or more substituents independently selected from the group consisting of -CN, -CO_2R^7, -$C(O)R^7$, -$C(O)NR^7R^{7'}$, -NO_2, -$NR^7C(O)OR^{7'}$, -OR^7, -SR^7, -$NR^7R^{7'}$, -$NR^7C(O)R^{7'}$, and halogen up to per-halo;

wherein if B contains a phenyl group, W is additionally selected from the group consisting of hydroxy, $OR^{1a}CONHR^7$, $N(SO_2R^7)_2$, SO_2F, SOR^7, SO_2R^7, $SO_2CH_pX^a_{3-p}$, wherein p is 0-3, C_{1-10} alkoxy substituted C_6-C_{12} aryl, C_1-C_{10} alky substituted C_6-C_{12} aryl, halogen substituted C_6-C_{12} aryl, C_1-C_{10} alkyl substituted C_3-C_{13} heteroaryl, C_{1-10} alkoxy substituted C_3-C_{13} hetaryl, halogen substituted C_3-C_{13} hetaryl, furyloxy;





wherein each R^7 and $R^{7'}$ is independently selected from H, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} hetaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_{2-10}-alkenyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} hetaryl;

R^{1a} is C_1-C_{10} alkyl;

M is -O-, -S-, -$N(R^7)$-, -(CH_2)-$_m$, -C(O)-, -CH(OH)-, -$(CH_2)_mO$-, -$NR^7C(O)NR^7R^{7'}$-, -$NR^7C(O)$-, -$C(O)NR^7$-, -$(CH_2)_mS$-, -$(CH_2)_mN(R^7)$-, -$O(CH_2)_m$-, -CHX^a, -CX^a_2-, -S-$(CH_2)_m$- and -$N(R^7)(CH_2)_m$-;

m = 1-3, and X^a is halogen; and

L^1 is a 5-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur, wherein the aromatic structure is unsubstituted or substituted by halogen up to per-halo and optionally substituted by Z_{n1},

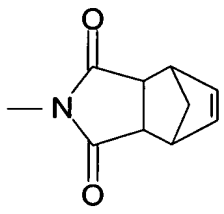
wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of -CN, $-NO_2$, $-OR^7$, - SR^7, $-NR^7R^{7'}$, $-NR^7C(O)OR^{7'}$, $-NR^7C(O)R^{7'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, C_6-C_{12} aryl, C_3-C_{13} hetaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl; wherein the one or more substituents of Z is selected from the group consisting of -CN, $-NO_2$, $-OR^7$, $-SR^7$, $-NR^7R^{7'}$, $-NR^7C(O)R^{7'}$ and $-NR^7C(O)OR^{7'}$;

wherein $R^{3'}$, $R^{4'}$, $R^{5'}$ and $R^{6'}$ are each independently H, halogen, C_{1-10} alkyl optionally substituted by halogen up to perhalo, C_{1-10}-alkoxy optionally substituted by at least one hydroxy group, C_{1-10} alkoxy substituted by halogen up to perhaloalkoxy, C_{6-12} aryl optionally substituted by C_{1-10} alkoxy or halogen, C_{5-12} hetaryl optionally substituted by C_{1-10} alkyl, C_{1-10} alkoxy or halogen, NO_2, SO_2F, - $SO_2CH_pX^a{}_{3-p}$, $-COOR^1$, $-OR^{1a}CONHR^1$, $-NHCOR^1$, $-NR^{1a}COR^1$, $-SR^1$, NH_2, or $-N(SO_2R^1)_2$,

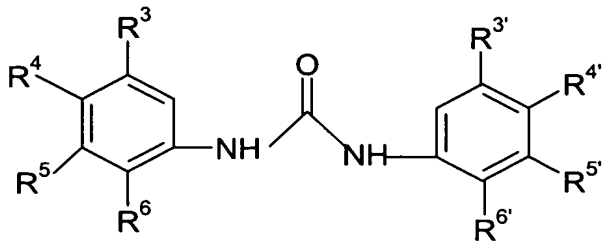
wherein each R^1 is independently H or C_{1-10} alkyl optionally substituted by halogen up to perhalo, R^{1a} is C_1-C_{10} alkyl, X^a is halogen, and p is 0 or 1, and

wherein 2 adjacent $R^{3'}$, $R^{4'}$, $R^{5'}$ and $R^{6'}$can together with the phenyl form naphthyl, optionally substituted by C_{1-10} alkyl, C_{1-10} alkoxy, C_{3-10}-cycloalkyl, C_{2-10}-alkenyl, C_{1-10}-alkanoyl, and, halogen up to perhalo; and

where L^1 is phenyl, it is also optionally substituted, by

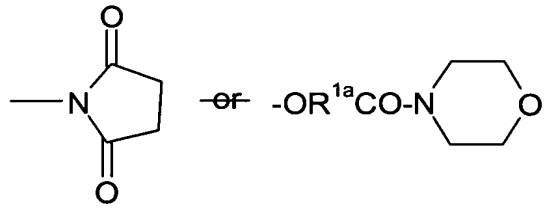


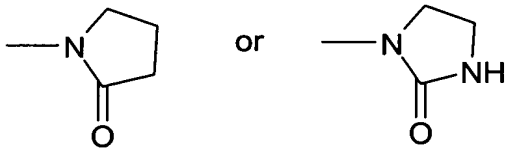
40. A compound of formula II



II

wherein R^3, R^4, R^5, and R^6 are each independently H; halogen; C_{1-10}- alkyl optionally substituted by halogen up to perhalo; C_{1-10}-alkoxy optionally substituted by at least one hydroxy group; NO_2; SO_2F; $-SO_2CH_nX^a{}_{3-n}$; $-COOR^1$; $-OR^{1a}CONHR^1$; $-NHCOR^1$; $-SR^1$; phenyl optionally substituted by halogen or C_{1-10}-alkoxy; NH_2; $-N(SO_2R^1)_2$; furyloxy;





wherein each R^1 is independently H or C_{1-10} alkyl optionally substituted by halogen up to perhalo, R^{1a} is C_1-C_{10} alkylene, X^a is halogen, and n is 0 or 1, and

wherein 2 adjacent R^3, R^4, R^5 and R^6 can together with the phenyl form an aryl or hetaryl ring with 5-12 atoms, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, C_{3-10}-cycloalkyl, C_{2-10}-alkenyl, C_{1-10}-alkanoyl, C_{6-12}-aryl, C_{5-12}-hetaryl, C_{6-12}-aralkyl, C_{6-12}-alkaryl, halogen; $-NR^1$; $-NO_2$; $-CF_3$; $-COOR^1$; $-NHCOR^1$; -CN; $-CONR^1R^1$; $-SO_2R^2$; $-SOR^2$; $-SR^2$; wherein each R^1 is independently H or C_{1-10}-alkyl and R^2 is C_{1-10}-alkyl;

and wherein one of R^3, R^4, R^5 or R^6 can be $-ML^1$, where L^1 and M are as defined below with the proviso that if R^3 and R^6 are both H, then one of R^4 or R^5 is not H, and

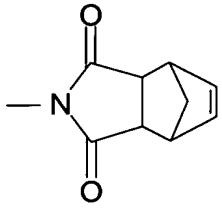
M is $-CH_2-$, -S- or -O-; and

L^1 is phenyl, pyridyl, naphthyl or benzothiazole, each optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen or NO_2 ;

$R^{3'}$, $R^{4''}$ and $R^{5'}$ are each independently H, C_{1-10}-alkyl, optionally substituted by halogen, up to perhalo; halogen; NO_2 or NH_2;

$R^{6'}$ is H, C_{1-10}-alkyl, halogen, -$NHCOR^1$; -NR^1COR^1; NO_2; where R^1 is C_{1-10}-alkyl;

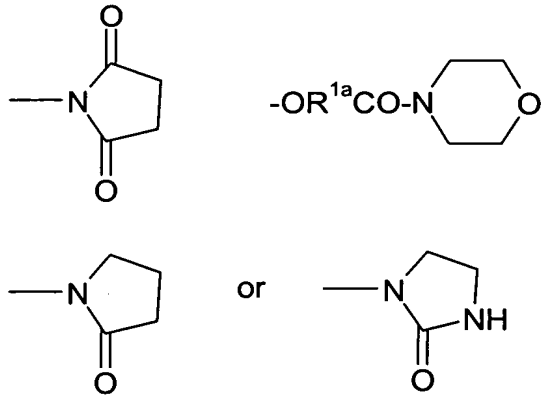
or wherein 2 adjacent $R^{3'}$, $R^{4'}$, $R^{5'}$ and $R^{6'}$ can together with the phenyl form naphthyl, optionally substituted by C_{1-10} alkyl, C_{1-10} alkoxy, C_{3-10}-cycloalkyl, C_{2-10}-alkenyl, C_{1-10}-alkanoyl, and, halogen up to perhalo; or where L^1 is phenyl, it is also optionally substituted, by



or a pharmaceutically acceptable salt thereof,

with the provisos that

(a) R^6 is phenyl substituted by alkoxy, phenyl substituted by halogen, alkoxy substituted by hydroxy, -SO_2CF_2H, -OR^1CONHR^1, furyloxy, -$N(SO_2R^1)_2$;



or R^3 is SO_2CF_2H, and

(b) the compounds have a pKa greater than 10.

41. A compound according to claim 40, wherein

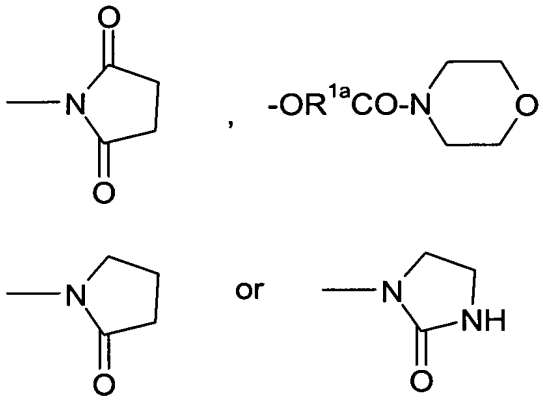
$R^{3'}$ is H, halogen or C_{1-10}-alkyl optionally substituted by halogen, up to perhalo, NO_2, -SO_2F or -SO_2CF_3;

$R^{4'}$ is H, C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen or NO_2;

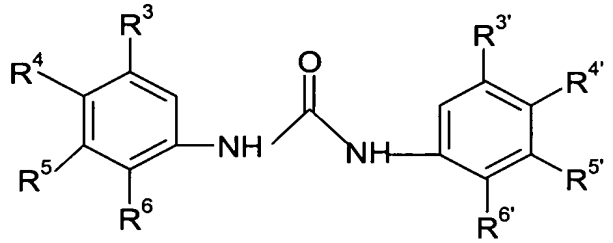
$R^{5'}$ is H or C_{1-10}-alkyl optionally substituted by halogen, up to perhalo;

$R^{6'}$ is H or C_{1-10}-alkoxy optionally substituted by at least one hydroxy group; $-COOR^1$; $-OR^{1a}CONHR^1$; $-NHCOR^1$; $-SR^1$; phenyl optionally substituted by halo or C_{1-10}-alkoxy; NH_2; $-N(SO_2R^1)_2$.

42. A compound according to claim 40, wherein R^3 is Cl, F, C_{4-5}-branched alkyl, $-SO_2F$ or $-SO_2CF_3$; and R^6 is hydroxy; C_{1-10}-alkoxy optionally substituted by at least one hydroxy group; $-COOR^1$; $-OR^{1a}CONHR^1$; $-NHCOR^1$; $-SR^1$; phenyl optionally substituted by halo or C_{1-10}-alkoxy; NH_2; $-N(SO_2R^1)_2$, furyloxy,



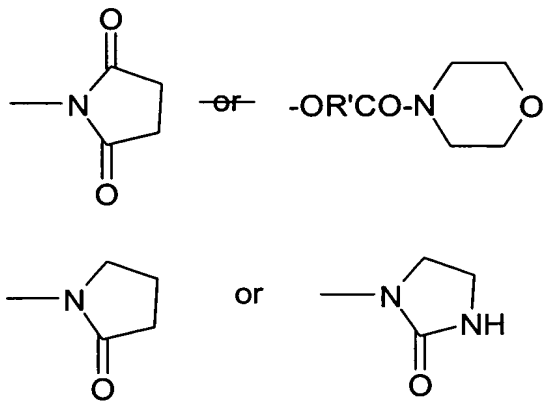
43. A compound of formula II



II

wherein

R^3, R^4, R^5, and R^6 are each independently H; halogen; C_{1-10}- alkyl optionally substituted by halogen up to perhalo; C_{1-10}-alkoxy optionally substituted by at least one hydroxy group; NO_2 ; SO_2F; $-SO_2CH_nX^a_{3-n}$; $-COOR^1$; $-OR^1CONHR^1$; $-NHCOR^1$; $-SR^1$; phenyl optionally substituted by halogen or C_{1-10}-alkoxy; NH_2; $-N(SO_2R^1)_2$; furyloxy;



wherein R^{1a} is C_{1-10} alkyl, n is 0 or 1, X^a is halogen, each R^1 is independently H or C_{1-10} or alkyl,

and wherein one of R^3, R^4, R^5 or R^6 can be $-ML^1$, where M and L^1 are as defined below with the proviso that if R^3 and R^6 are both H, then one of R^4 or R^5 is not H, and

M is $-CH_2-$, -S- or -O-; and

L^1 is phenyl, pyridyl, naphthyl or benzothiazole, each optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen or NO_2 ;

2 adjacent R^3, R^4, R^5 and R^6 can together with the phenyl form naphthyl, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, C_{3-10}-cycloalkyl, C_{2-10}-alkenyl, C_{1-10}-alkanoyl, C_{6-12}-aryl, C_{5-12}-hetaryl, C_{6-12}-aralkyl, C_{6-12}-alkaryl, halogen; $-NR^1$; $-NO_2$; $-CF_3$; $-COOR^1$; $-NHCOR^1$; -CN; $-CONR^1R^1$; $-SO_2R^2$; $-SOR^2$; $-SR^2$; in which R^1 is H or C_{1-10}-alkyl, and R^2 is C_{1-10}-alkyl;

$R^{3'}$, $R^{4'}$ and $R^{5'}$ are each independently H, C_{1-10}-alkyl, optionally substituted by halogen, up to perhalo; halogen; NO_2 or NH_2;

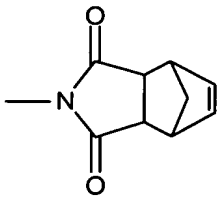
$R^{6'}$ is H, C_{1-10}-alkyl, halogen, $-NHCOR^1$; $-NR^1COR^1$; NO_2;

or 2 adjacent $R^{4'}$-$R^{6'}$ can together be an aryl or hetaryl ring with 5-12 atoms;

R^1 is C_{1-10}-alkyl;

n is 0 or 1;

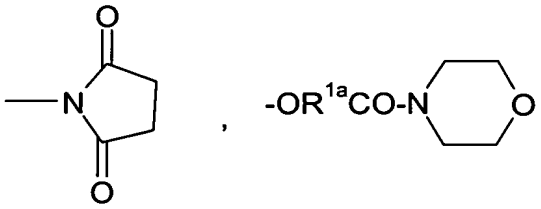
or, where L^1 is phenyl, by

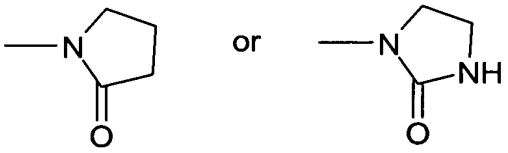


or a pharmaceutically acceptable salt thereof

with the proviso that

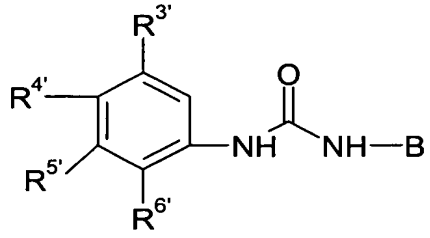
(a) R^6 is alkoxy substituted by hydroxy, $-SO_2CF_2H$, $-OR^1CONHR^1$, furyloxy or $-N(SO_2R^1)_2$; or





or R^3 is SO_2CF_2H.

44. A compound of the formula



or a pharmaceutically acceptable salt thereof,

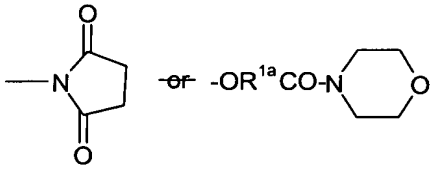
B is a substituted or unsubstituted, up to bicyclic aryl or heteroaryl moiety of up to 12 carbon atoms with at least one aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur, wherein if B is substituted, it is substituted by one or more substituents selected from the group consisting of halogen, up to per-halo, and W_n, wherein n is 0-3 and each W

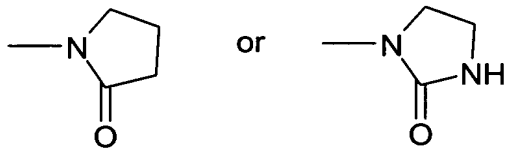
is independently selected from the group consisting of -CN, $-CO_2R^7$, $-C(O)NR^7R^{7'}$, $-C(O)-R^7$, $-NO_2$, $-OR^7$, $-SR^7$, $-NR^7R^{7'}$,

$-NR^7C(O)OR^{7'}$, $-NR^7C(O)R^{7'}$, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_{1-10}-alkoxy, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, optionally substituted by halogen, C_7-C_{24} alkaryl, C_3-C_{13} heteroaryl, optionally substituted by halogen, C_1-C_{10} alkyl or C_{1-10}-alkoxy, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_{2-10}-alkenyl, substituted C_{1-10}-alkoxy, halogen, C_{1-10}-alkyl, C_{1-10}-alkoxy or halogen, substituted C_3-C_{10} cycloalkyl, substituted C_4-C_{23} alkheteroaryl and $-ML^1$;

wherein if W is a substituted group which does not contain aryl or hetaryl, it is substituted by one or more substituents independently selected from the group consisting of -CN, $-CO_2R^7$, $-C(O)R^7$, $-C(O)NR^7R^{7'}$, $-NO_2$, $-NR^7C(O)OR^{7'}$, $-OR^7$, $-SR^7$, $-NR^7R^{7'}$, $-NR^7C(O)R^{7'}$, and halogen up to per-halo;

wherein if B contains a phenyl group, W is additionally selected from the group consisting of hydroxy, $OR^{1a}CONHR^7$, $N(SO_2R^7)_2$, SO_2F, SOR^7, SO_2R^7, $SO_2CH_pX^a{}_{3-p}$, wherein p is 0-3, C_{1-10} alkoxy substituted C_6-C_{12} aryl, C_1-C_{10} alky substituted C_6-C_{12} aryl, halogen substituted C_6-C_{12} aryl, C_1-C_{10} alkyl substituted C_3-C_{13} heteroaryl, C_{1-10} alkoxy substituted C_3-C_{13} hetaryl, halogen substituted C_3-C_{13} hetaryl, furyloxy;





wherein each R^7 and $R^{7'}$ are independently selected from H, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} hetaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_{2-10}-alkenyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} hetaryl,

R^{1a} is C_1-C_{10} alkyl;

M is -O-, -S-, $-N(R^7)$-, $-(CH_2)$-$_m$, -C(O)-, -CH(OH)-, $-(CH_2)_mO$-, $-NR^7C(O)NR^7R^{7'}$-, $-NR^7C(O)$-, $-C(O)NR^7$-, $-(CH_2)_mS$-, $-(CH_2)_mN(R^7)$-, $-O(CH_2)_m$-, $-CHX^a$, $-CX^a{}_2$-, $-S-(CH_2)_m$- and $-N(R^7)(CH_2)_m$-;

m = 1-3, and X^a is halogen; and

L^1 is a 5-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur, wherein the aromatic structure is unsubstituted or substituted by halogen up to per-halo and optionally substituted by Z_{n1},

wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of -CN, $-NO_2$, $-OR^7$, - SR^7, $-NR^7R^{7'}$, $-NR^7C(O)OR^{7'}$, $-NR^7C(O)R^{7'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, C_6-C_{12} aryl, C_3-C_{13} hetaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl; wherein the one or more substituents of Z is selected from the group consisting of -CN, $-NO_2$, $-OR^7$, $-SR^7$, $-NR^7R^{7'}$, $-NR^7C(O)R^{7'}$, $-NR^7C(O)OR^{7'}$;

wherein $R^{3'}$, $R^{4'}$ and $R^{5'}$ are each independently H, hydroxy, halogen, C_{1-10}- alkyl optionally substituted by halogen up to perhalo, C_{1-10}-alkoxy optionally substituted by at least one hydroxy group, C_1-C_{10} alkoxy substituted by or halogen up to perhalo, C_{6-12} aryl optionally substituted by C_{1-10} alkoxy or halogen, C_{5-12} hetaryl optionally substituted by C_{1-10} alkyl, C_{1-10} alkoxy or halogen; NO_2, SO_2F, $-SO_2CH_pX^a{}_{3-p}$,$-COOR^1$, $-OR^{1a}CONHR^1$,$-NHCOR^1$ $-NR^{1a}COR^1$, $-SR^1$, NH_2, $-N(SO_2R^1)_2$, wherein

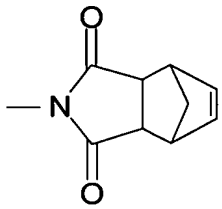
X^a is halogen, each R^1 is independently H or C_1-C_{10} alkyl optionally substituted by halogen up to per halo;

R^{1a} is C_1-C_{10} alkyl, and p is 0 or 1

and wherein

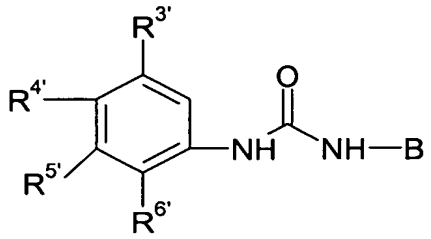
2 adjacent $R^{3'}$, $R^{4'}$ and $R^{5'}$ can together with the phenyl group form naphthyl, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, C_{3-10}-cycloalkyl, C_{2-10}-alkenyl, C_{1-10}-alkanoyl, and halogen up to per halo, and

where L^1 is phenyl, optionally by



wherein $R^{6'}$ is $-SO_2CF_2H$, $-COOR^1$, $-OR^{1a}CONHR^1$, $-SR^1$, $-NH_2$, $-N(SO_2R^1)_2$, $-NR^1COR^1$, furyloxy, morpholinocarbonyl, 2,5-dioxo-1-pyrolidinyl, thiophene, and phenyl substituted by halogen or alkoxy.

45. A compound of Formula II

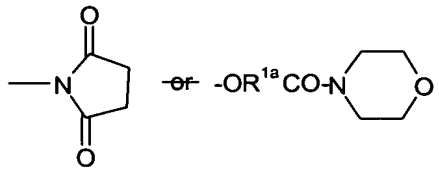


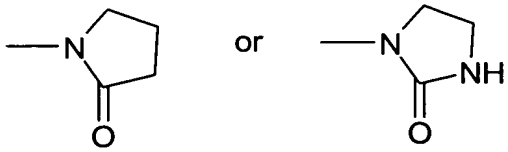
or a pharmaceutically acceptable salt thereof

B is a substituted or unsubstituted, up to bicyclic aryl or heteroaryl moiety of up to 12 carbon atoms with at least one aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur, wherein if B is substituted, it is substituted by one or more substituents selected from the group consisting of halogen, up to per-halo, and W_n, wherein n is 0-3 and each W is independently selected from the group consisting of -CN, $-CO_2R^7$, $-C(O)NR^7R^{7'}$, $-C(O)-R^7$, $-NO_2$, $-OR^7$, $-SR^7$, $-NR^7R^{7'}$,
$-NR^7C(O)OR^{7'}$, $-NR^7C(O)R^{7'}$, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_{1-10}-alkoxy, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, optionally substituted by halogen, C_7-C_{24} alkaryl, C_3-C_{13} heteroaryl, optionally substituted by halogen, C_1-C_{10} alkyl or C_{1-10}-alkoxy, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_{2-10}-alkenyl, substituted C_{1-10}-alkoxy, halogen, C_{1-10}-alkyl, C_{1-10}-alkoxy or halogen, substituted C_3-C_{10} cycloalkyl, substituted C_4-C_{23} alkheteroaryl and $-ML^1$;

wherein if W is a substituted group which does not contain aryl or hetaryl, it is substituted by one or more substituents independently selected from the group consisting of -CN, $-CO_2R^7$, $-C(O)R^7$, $-C(O)NR^7R^{7'}$, $-NO_2$, $-NR^7C(O)OR^{7'}$, $-OR^7$, $-SR^7$, $-NR^7R^{7'}$, $-NR^7C(O)R^{7'}$, and halogen up to per-halo;

wherein if B contains a phenyl group, W is additionally selected from the group consisting of hydroxy, $OR^{1a}CONHR^7$, $N(SO_2R^7)_2$, SO_2F, SOR^7, SO_2R^7, $SO_2CH_pX^a_{3-p}$, wherein p is 0-3, C_{1-10} alkoxy substituted C_6-C_{12} aryl, C_1-C_{10} alky substituted C_6-C_{12} aryl, halogen substituted C_6-C_{12} aryl, C_1-C_{10} alkyl substituted C_3-C_{13} heteroaryl, C_{1-10} alkoxy substituted C_3-C_{13} hetaryl, halogen substituted C_3-C_{13} hetaryl, furyloxy;





wherein each R^7 and $R^{7'}$ are independently selected from H, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} hetaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_{2-10}-alkenyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} hetaryl,

R^{1a} is C_1-C_{10} alkyl;

M is -O-, -S-, -N(R^7)-, -(CH_2)-$_m$, -C(O)-, -CH(OH)-, -$(CH_2)_m$O-, -$NR^7C(O)NR^7R^{7'}$-, -$NR^7C(O)$-, -$C(O)NR^7$-, -$(CH_2)_m$S-, -$(CH_2)_mN(R^7)$-, -$O(CH_2)_m$-, -CHX^a, -$CX^a{}_2$-, -S-$(CH_2)_m$- and -$N(R^7)(CH_2)_m$-;

m = 1-3, and X^a is halogen; and

L^1 is a 5-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur, wherein the aromatic structure is unsubstituted or substituted by halogen up to per-halo and optionally substituted by Z_{n1},

wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of -CN, -NO_2, -OR^7, - SR^7, -$NR^7R^{7'}$, -$NR^7C(O)OR^{7'}$, -$NR^7C(O)R^{7'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, C_6-C_{12} aryl, C_3-C_{13} hetaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl; wherein the one or more substituents of Z is selected from the group consisting of -CN, -NO_2, -OR^7, -SR^7, -$NR^7R^{7'}$, -$NR^7C(O)R^{7'}$, -$NR^7C(O)OR^{7'}$;

wherein $R^{4'}$, $R^{5'}$ and $R^{6'}$ are each independently H, hydroxy, halogen, C_{1-10}- alkyl optionally substituted by halogen up to perhalo, C_{1-10}-alkoxy optionally substituted by at least one hydroxy group, C_1-C_{10} alkoxy substituted by or halogen up to perhalo, C_{6-12} aryl optionally substituted by C_1-

$_{10}$ alkoxy or halogen, C_{5-12} hetaryl optionally substituted by C_{1-10} alkyl, C_{1-10} alkoxy or halogen, NO_2, SO_2F, $-SO_2CH_pX^a_{3-p}$,$-COOR^1$, $-OR^{1a}CONHR^1$,$-NHCOR^1$, $-NR^1COR^1$, $-SR^1$, NH_2, $-N(SO_2R^1)_2$,

wherein X^a is halogen, each R^1 is independently H or C_1-C_{10} alkyl optionally substituted by halogen up to per halo; R^{1a} is C_1-C_{10} alkyl and p is 0 or 1

and wherein

2 adjacent $R^{4'}$, $R^{5'}$ and $R^{6'}$ can together with the phenyl form naphthyl, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, C_{3-10}-cycloalkyl, C_{2-10}-alkenyl, C_{1-10}-alkanoyl, and halogen up to perhalo; and

wherein $R^{3'}$ is SO_2F or $SO_2CH_2X^a_{3-n}$., where n is 0 or 1.